ATLAS™ COMICS

APPROVED BY THE COMICS CODE AUTHORITY

25c

NO.3
JULY
43385

MORLOCK 2001 and the MIDNIGHT MEN

THE INSULT THAT MADE A MAN OUT OF 'MAC'

HEY! QUIT KICKING THAT SAND IN OUR FACES!
THAT MAN IS THE WORST NUISANCE ON THE BEACH
LISTEN HERE, I'D SMASH YOUR FACE!... ONLY YOU'RE SO SKINNY YOU MIGHT CRY UP AND BLOW AWAY
THE BIG BULLY! I'LL GET EVEN SOME DAY
OH DON'T LET IT BOTHER YOU, LITTLE BOY!
DARN IT! I'M SICK AND TIRED OF BEING A SCARECROW! CHARLES ATLAS SAYS HE CAN GIVE ME A REAL BODY. ALL RIGHT! I'LL GAMBLE A STAMP AND GET HIS FREE BOOK!
BOY! IT DIDN'T TAKE ATLAS LONG TO DO THIS FOR ME! WHAT MUSCLES! THAT BULLY WON'T SHOVE ME AROUND AGAIN!
THERE'S THAT BIG STIFF AGAIN, SHOWING OFF IN FRONT OF GRACE AND THE CROWD. WELL IT'S MY TURN THIS TIME!
WHAM! - NOW IT'S YOUR TURN TO DRY UP AND BLOW AWAY!
OH, MAC! YOU ARE A REAL MAN AFTER ALL!

FREE KARATE JIU-JITSU COURSE

Given to Every Charles Atlas Pupil

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What's my secret? "DYNAMIC-TENSION"—the natural method! No theory. No gadgets or contraptions. You just do as I did. Simply take the "sleeping" muscles already present inside your own body—build them up—use them every day in walking, bending over, reaching, even sitting! Almost before you know it, you're covered with a brand-new suit of beautiful, rock-hard SOLID MUSCLE!"

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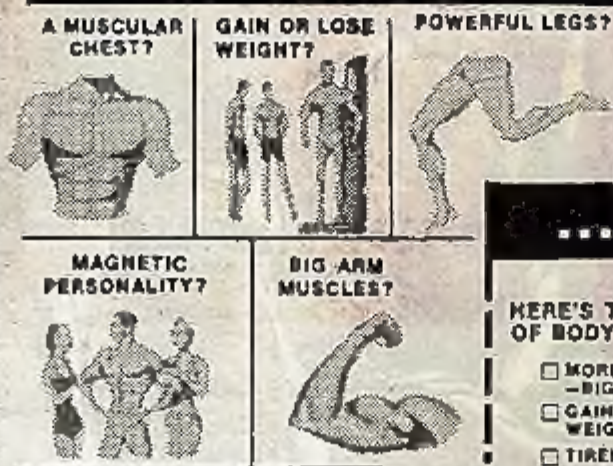
DO YOU WANT...



... THEN MAIL THIS NOW!

HERE'S THE KIND OF BODY I WANT

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- ☐ GAIN OR LOSE WEIGHT
- ☐ TIRELESS LEGS
- ☐ MAGNETIC PERSONALITY
- ☐ BIG ARM MUSCLES
- ☐ BROAD BACK & SHOULDERS

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Print Name_____ Age____

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In England: Charles Atlas, 21 Poland St., London W.1

THE LATE NIGHT HOUR NEARS *TWELVE O'CLOCK* IN THE SECLUDED MANSION OF A WEALTHY YOUNG SCIENTIST NAMED *EUGENE WHITLOCK*, AS HE PACES THE FLOOR OF HIS *PRIVATE LIBRARY*...

BUT WHAT IS *UNUSUAL* ABOUT THAT? NOT MUCH, SAVE THAT THE YEAR IS **2001** -- A TIME IN THE NOT-SO-DISTANT FUTURE WHEN BOOKS ARE *FORBIDDEN*...

RRRRRR

WITH THE PENALTY FOR THEIR MERE *POSSESSION* NO LESS THAN *DEATH!*

EUGENE WHITLOCK-- WE CHARGE YOU WITH *HIGH TREASON!*

NO! I DIDN'T-- I MEAN THESE BOOKS AREN'T *MINE!* I WAS JUST *LOOKING* AT--

BUT THERE IS NO REASONING WITH THE DREADED *THOUGHT POLICE*, AND WHITLOCK'S FATE IS *SEALED*, AS IS THE FATE OF *ALL* THOSE WHO IN THIS AGE WOULD *DARE* TO THINK!

THEN CAME THE MIDNIGHT MAN

EE-YAH H-H!

EXECUTE HIM!

YOU HAVE BROKEN EVERY LAW OF THE *HIGH TRIBUNAL*--AND NOW YOU WILL *PAY* FOR YOUR SINS...

...AS MUST *ALL* THOSE WHO WOULD *DARE* DEFY THE LAWS OF THE *LAND!*

LETTERED BY DUFFY

WRITTEN BY GARY FRIEDRICH

DRAWN BY STEVE DITKO

EDITED BY LARRY LIEBER

INKS BERNI WRIGHTSON

1

NO, YOU HAVEN'T PICKED UP A COPY OF *FAHRENHEIT 451* BY MISTAKE! THIS *IS* DEFINITELY THE LATEST ISSUE OF *MORLOCK: 2001*--AND IF YOU DON'T *BELIEVE* US, *TURN THE PAGE!*

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WHILE THE *THOUGHT POLICE* PERFORM THEIR HIDEOUS DUTIES *INSIDE*, YET *ANOTHER* OF THEIR ENEMIES WATCHES IN *HORROR* FROM THE SHELTER OF A SURROUNDING FOREST--AN ENEMY THEY HAVE NAMED *MORLOCK!!*

THOSE *HIDEOUS SCREAMS* COMING FROM WITHIN--THEY CAN MEAN ONLY *ONE THING!*

I HAVE ARRIVED *TOO LATE!* UNLESS I--BUT I *CAN'T!* IT IS FAR TOO *DANGEROUS!*

THE SERUM IS NEARLY *GONE*-- AND THE TIME HAS COME FOR ME TO TAKE *MORE!*

IF I *DO*, I AM ASSURED OF REMAINING IN MY *HUMAN STATE* FOR YET *ANOTHER DAY!*

BUT SHOULD I *FAIL* TO TAKE IT--I WILL WITHIN *MOMENTS* REVERT TO MY *BESTIAL VEGETABLE FORM!*

I DON'T WANT THAT TO *HAPPEN*-- YET IF I *ALLOW* IT TO, PERHAPS I CAN *HELP* PROFESSOR WHITLOCK!

WHY MUST *ANY* MAN FACE SO GRIM AND *INCREDIBLE* A DECISION--TO REMAIN A *MAN* --OR TO BECOME A MINDLESS *BEAST?*

THEN AGAIN, THERE *IS* NO DECISION TO MAKE! ONLY WHITLOCK CAN *SAVE* ME...

...AND ONLY AS THE *MONSTER NAMED MORLOCK* CAN I SAVE *HIM!*

I WILL NOT *TAKE* THE SERUM! I MUST CHANCE *BECOMING* THE BEAST ONCE MORE!

I PRAY THAT WHILE IN THAT FORM I WILL AT *LEAST* HAVE THE INTELLIGENCE TO DESTROY THE *THOUGHT POLICE*, INSTEAD OF THE MAN WHO MIGHT PROVE *MY SAVIOUR!*

CONFUSED? WELL, IF YOU MISSED OUR *FIRST TWO ISSUES*, HANG IN THERE! WE PROMISE ALL WILL BE MADE *CLEAR* PRETTY SOON--WE *HOPE!*... LARRY.

WITHIN MOMENTS, THE TERRIBLE TRANSITION *BEGINS*--FIRST WITH A VIOLENT TWITCHING OF THE *BODY* AND A LOSS OF *CONSCIOUSNESS*...

...THEN A LOSS OF ALL *MENTAL AWARENESS*, ALONG WITH A NIGHTMARISH CHANGE FROM *BODILY TISSUE* TO *ROTTING FUNGUS!*

UNTIL, ALL WITHIN A MATTER OF *SECONDS*, WHAT WAS A MAN IS NOW A MONSTROUS MASS OF *LIVING VEGETATION* THAT POSSESSES NO MIND, ONLY THE PLANT-LIKE WILL TO *SURVIVE*...

FINALLY, IT SPRINGS TO *LIFE*, SHRIEKING OUT A HIGH, PITIFUL MOAN LIKE THAT OF A *STARVING ANIMAL* WHICH *MUST* EITHER BE FED OR *PERISH!*

AND, THOUGH IT BE *VEGETABLE* RATHER THAN ANIMAL, IT STILL SENSES THAT *FOOD* IS NEARBY --FOOD THAT MAY EASILY BE TAKEN AND *DIGESTED* TO FILL THE RAGING HUNGER THAT WELLS UP *WITHIN* ITS SYSTEM --FOOD THAT MUST BE *CONSUMED*, REGARDLESS OF ANY *DANGERS* ENCOUNTERED IN ITS *TAKING!!!*

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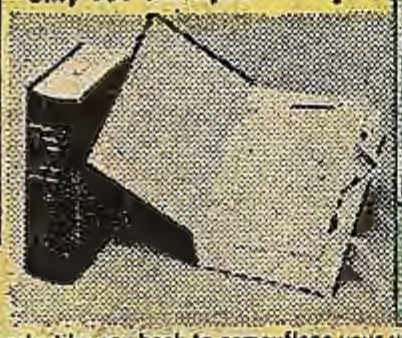

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A135 1.25

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9 BULLET HOLES

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Brian Eastman

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Name_____ Age___

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MAIL TODAY!

MEANWHILE, ONLY A FEW HUNDRED YARDS *AWAY*, MORLOCK'S SOURCE OF SUSTENANCE IS UNWITTINGLY ABOUT TO WALK INTO THE CREATURE'S HUNGER-CRAZED CLUTCHES...

THAT *WRAPS IT UP*, BOYS! WHITLOCK'S *FINISHED*--AND SO IS HIS *LIBRARY!*

LET'S GET BACK TO *HEADQUARTERS!* IF WE'RE *LUCKY*, WE MAY GET TO BURN A FEW *MORE* THOUSAND BOOKS BEFORE THE NIGHT'S OVER!

YA KNOW, I'LL NEVER *UNDERSTAND* WHY GUYS LIKE HIM WANNA KEEP *BOOKS* AROUND.

I MEAN, WE ALL KNOW THEY'RE *BAD* FOR YOU--BAD FOR THE WHOLE *COUNTRY!*

WHY WOULD ANYBODY WANNA *DIE* FOR A BUNCH OF YELLOWED OLD *PAPERS!!*

CHIEF! CHIEF! YOU AIN'T GONNA *BELIEVE* WHAT'S *OUT* THERE! WE'RE *TRAPPED!* WE GOT NO PLACE TO *GO!*

WHAT'RE YOU *TALKING* ABOUT?

I--I AIN'T *SURE!* IT LOOKS--LIKE A *TREE* --ALL COVERED WITH *SLIME*--EXCEPT...

...IT'S *MOVIN'*--*WALKIN'*--AND IT JUST GRABBED THE *SERGEANT*--GRABBED 'IM AND *ATE* 'IM!

YOU BEEN *WORKIN'* TOO HARD, 94--BUT I STILL DON'T HAVE TO LISTEN TO *THAT* KINDA NONSENSE!

STAY PUT, AND LEMME CHECK THIS MALARKY *OUT!*

IT--IT'S *TRUE*, CHIEF! I *SWEAR* IT!

THAT'S ALL I *NEED*--MY OWN *MEN* CRACKIN' UP ON ME!

STILL, THE LAW SAYS ALL *THOUGHT POLICE* ARE TRUSTWORTHY--AND THAT MEANS I GOTTA *CHECK*...

...EVEN THOUGH I *KNOW* THE GUY'S LOST HIS *MARBLES!*

EEYAH

NO! WHAT THE HELL *IS* IT?!

IT *DOES* LOOK LIKE A TREE--A LIVING PREDATORY TREE!

A MENACING HUNKA VEGETATION THAT *SEIZES* AND *DEVOURS!*

SLOWLY BUT STEADILY, THE MONSTER THAT IS *MORLOCK* NOW MOVES *FORWARD*...

...WHILE ITS NEXT *VICTIM*, THE THOUGHT POLICE CHIEF STANDS FROZEN LIKE A *STATUE*, HIS MIND SO WARPED WITH FEAR, HE'S UNABLE TO *FLEE* HIS ATTACKER!

COME ON, CHIEF! CAN'T YOU *SEE* THAT THING? IT'S COMIN' *AFTER* US!

WE GOTTA MAKE A *DASH*, CHIEF! WHAT'S THE *MATTER* WITH YOU? IT'S GONNA KILL US *ALL* IF WE DON'T GET *OUTTA* HERE!

IT'S NO *USE*! WE CAN'T JUST STAY HERE AND GET OURSELVES *KILLED* BECAUSE THE CHIEF'S GONE *NUTS*!

YOU *CONVINCED* ME! I DON'T KNOW WHAT THIS THING *IS* --BUT I DON'T WANNA BE ON ITS *MENU*! LET'S *BEAT* IT!

AND SO, FROZEN WITH FRIGHT, HIS MIND TOTALLY *INOPERATIVE*, THE HEAD OF A GOVERNMENT *THOUGHT POLICE UNIT* STANDS *ALONE*...

...AT THE *MERCY* OF THE BLOOD-STARVED THING WHICH SUDDENLY GRASPS HIS WARM, HELPLESS FLESH...

THEN, AT THE LAST POSSIBLE *INSTANT*, ONE FINAL VESTIGE OF *SANITY* RETURNS TO THE HAPLESS VICTIM'S *MIND*...

...THE WORST *POSSIBLE* SENSATION KNOWN TO THE HUMAN MIND--THE TERRIBLE SENSATION OF *PAIN*!

AAAIIEE

AND WITH ONE LAST, BLOOD-CURDLING SCREAM, HIS LIFE IS *ENDED*! HIS FLESH IS INSTANTANEOUSLY *MELTED* BY ENZYMES *SECRETED* FROM THE MONSTROSITY THAT HOLDS HIM *CAPTIVE* --AND IN *LIQUID FORM* THAT FLESH IS QUICKLY *ABSORBED* INTO THE VEGETABLE BODY OF *MORLOCK*!

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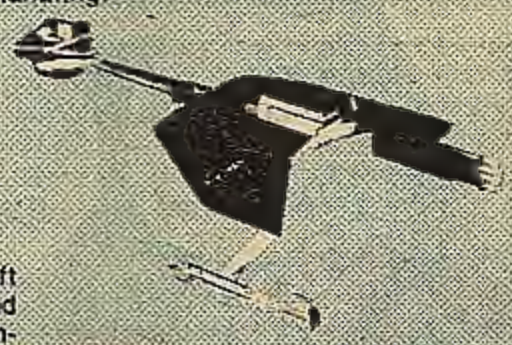

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I REMEMBER THE *FIRE*-- THE *PAIN* WHEN THE [illegible] NOTHING!

YES, THAT MUST BE *IT!* WITH SUCH BURNS-- I [illegible] *DEATH* [illegible] ALLOW MY MIND TO *ACCEPT* IT!

LORD! THOSE MUST BE *THIRD DEGREE* BURNS ON MY HANDS--AND YET THERE ISN'T EVEN THE SLIGHEST FEELING *DISCOMFORT!*

[illegible] WILL *FIND* ME-- SOMEONE WHO *OPPOSES* [illegible]

[illegible] THAT SOMEONE WILL BE ABLE TO *SAVE* ME, DESPITE MY *HORRID CONDITION!* IT IS A *SLIM* HOPE- [illegible]

IT'S ALL *GONE* NOW--PERHAPS THE GREATEST LIBRARY REMAINING ON *EARTH* SINCE THE *BOOK-BURNINGS* OF THE *'90's!*

BUT THAT WAS *INEVITABLE!* ALL THAT MATTERS IS THAT *I* AM STILL ALIVE...

[illegible] TAINED IN THOSE BOOKS WILL LIVE *WITH* ME [illegible] IN MY *MIND!*

YES,-- THAT IS THE *ONLY ANSWER* I *MUST* LIVE--SO THAT THE IDEOLOGY OF *FREEDOM* MAY LIVE!

AND SOME- HOW--SOME WA- I *SHALL!*

[illegible] BUT THAT SHALL NOT SIGNIFY THE *END*--RATHER IT SHALL BECOME A SYM- BOL FOR THE *BEGINNING*

REVOLUTION HAS BEEN MY ONLY GOAL FOR *YEARS!* AND NOW, IF I CAN CLING TO *LIFE* I HAVE A *SYMBOL* FOR IT!

IF I LIVE TO *SEE* THE DAY, AN *ARMY* WILL MARCH FORWARD *AGAINST* THE TRIBUNAL--AN ARMY OF *LIBERTY*

[illegible] HEAD SHALL BE *I*-- WHITLOCK- *THE MIDNIGHT MAN!!*

THEN AS THE BADLY-BURNED SCIENTIST STAGGERS TO SAFETY OUTSIDE...

LORD! NOW I KNOW THE TRUTH! IT HAS TO BE SHOCK! I MUST BE DYING!

NOTHING IN ALL THE CHRONICLES OF MANKIND EVER APPROACHED THAT!

WAIT! IT SEEMED TO BE ALIVE!...YET NOW IT FALLS LIFELESS AT MY FEET!

DID THE FLAMES SEAR MY BRAIN? DID I REALLY SEE IT STANDING THERE LIKE AN ANIMATE CREATURE?

OR WAS I HALLUCINATING--BELIEVING A MERE FALLEN TREE TO BE A LIVING BEING?

IT FEELS LIKE NO MORE THAN COLD CLAMMY, MOSS COVERED WOOD...

...YET, I COULD SWEAR IT WAS STANDING--MOVING!

NO! I MUST BE MAD! I AM THINKING THE IMPOSSIBLE!

IT IS THE EFFECT OF TRAUMA ON MY BRAIN!

I MUST FORGET IT--AND SEEK AID--BEFORE I, MYSELF, PERISH FROM MY WOUNDS!

BUT--WAIT! WHAT IS THIS? BEFORE MY VERY EYES--THAT WHICH MOMENTS BEFORE WAS NOTHING BUT WOOD--NOW BEGINS TO ASSUME HUMAN FORM!?

BUT IT IS NOT POSSIBLE! I HAVE STUDIED ALL THE GREAT WRITINGS OF THE PAST--AND NOWHERE IS THERE MENTION OF ANY PHENOMENON SUCH AS THIS!

UNLESS--BUT OF COURSE! THE RUMORS--THEY MUST BE TRUE! THIS MUST BE THE THING--THE BEING--THE GOVERNMENT HAS NAMED MORLOCK!

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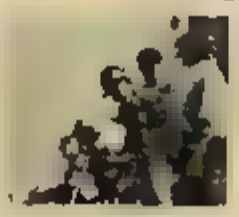

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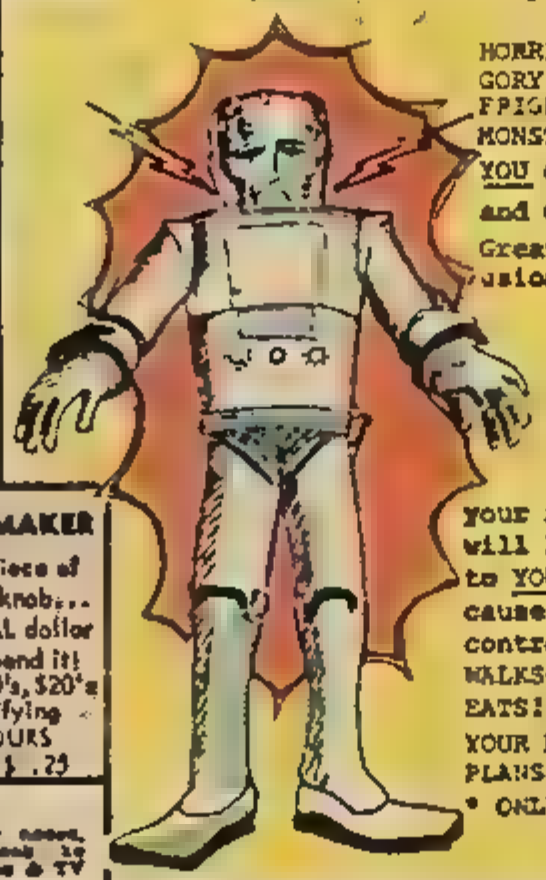

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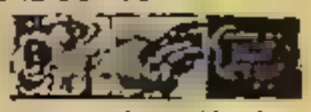

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IT CONCERNS THE *NATIONAL SECURITY!*

WE HAVE BEEN *WATCHING* THESE SOLDIERS' ACTIONS WITH *GREAT INTEREST*, SENTRY!

BUT LET THEM ANSWER FROM THEIR *CAR!* DO NOT *ADMIT* THEM TO THE *CONFERENCE HALL!*

THEN, AFTER A SHORT, FEAR-FILLED EXPLANATION OF THE EVENING'S BIZARRE EVENTS BY THE *THOUGHT POLICEMEN*...

AND THAT'S THE *TRUTH*, YOUR EXCELLENCIES! WE'RE *OFFICERS!* WE *KNOW* THE CONSEQUENCES OF *LYING!*

WE WOULD *NOPE* SO! FORTUNATELY FOR YOU, WE *BELIEVE* YOU!

HOWEVER, FOR REASONS WE CANNOT *EXPLAIN*, WE MUST BE *CERTAIN* YOU TELL YOUR STORY TO NO ONE

THE *ULTIMATE PRICE* FOR YOUR COUNTR

BARROOM!

THE WITNESSES HAVE BEEN ELIMINATED! BUT NOW, MERELY TO REFRESH YOUR MEMORIES, MY BROTHERS...

...LET ME ONCE MORE RUN THE FILMED EVIDENCE WE HAVE GATHERED ON THE ENEMY

...IN THIS INSTANCE, THE MAN-CREATURE CALLED MORLOCK!

"AS I'M CERTAIN YOU REMEMBER, TWO INCREDIBLY LARGE PODS WERE TAKEN INTO CUSTODY BY THE VIGILANT POLICE SOME MONTHS AGO, WHEN A PROFESSOR KROSCHELL WAS ELIMINATED.* WE BROUGHT THEM TO HEADQUARTERS AND KEPT THEM UNDER VERY CLOSE SURVEILLANCE FOR A NUMBER OF WEEKS UNTIL ONE OF THEM--SHALL I SAY HATCHED!

*IT HAPPENED IN MORLOCK 2000 #1 LARRY

"FINALLY ONE OF THE PODS BURST OPEN AND WHAT SEEMED TO BE A MAN EMERGED FROM IT. WE KEPT HIM IN CLOSED QUARTERS FOR WEEKS AND ACCLIMATED HIM TO THE LAWS OF THE LAND. AND, THOUGH WE COULD NOT DETERMINE HIS EXACT ORIGIN, WE DID SUCCEED IN WINNING HIM TO OUR CAUSE--OR SO WE THOUGHT!

"THOUGH WE HAD PUT HIM THROUGH OUR MOST THOROUGH MIND ORIENTATION COURSE WE STILL HAD CAUSE TO FEAR HIM. THEREFORE WE HAD A YOUNG GIRL TO GAIN HIS CONFIDENCE--A MORE SUBMISSIVE WOMAN COULDN'T BE FOUND! BUT A MOST PROFITABLE ONE FOR US!

BUT SHE DID GAIN HIS CONFIDENCE AND THROUGH HIM INFORMATION AS SOON LEARNED HE WAS QUESTIONING THE LAWS OF THE TRIBAL MEN. DANGEROUS THOUGHT PROVOKED IN FOR HIM AND OURSELVES!

"BUT AS THE GIRL WAS **REPORTING** HER FINDINGS ON HIM TO OUR **SUBORDINATES**...

SO YOU'VE BEEN **DECEIVING** ME--PRETENDING TO BE MY **FRIEND**--WHILE ALL THE TIME YOU WERE WORKING FOR **THEM!**

NO--MORLOCK! YOU DON'T **UNDERSTAND!** THIS ISN'T WHAT IT **SEEMS!**

"WHAT HAPPENED IN THE NEXT FEW MINUTES WOULD NEVER HAVE BEEN ACCEPTED AS THE TRUTH BY **ANY** OF US, HAD IT NOT BEEN FOR THE NUMBER OF **WITNESSES** ON HAND!

"THERE, BEFORE THE EYES OF OUR **UNDERLINGS**, THE MAN MORLOCK BEGAN TO SHAKE --QUIVER--TREMBLE -- **THEN**...

"...IN PLAIN SIGHT OF OBVIOUSLY SANE MEN, TRANSFORMED INTO A GIGANTIC, LIVING **PLANT**...

"...AND TO PROVE THIS REPULSIVE AND BIZARRE TALE, WE HAVE THE PHOTOGRAPHIC EVIDENCE **BEFORE** YOU!"

THERE IT **IS!** AS YOU ALL KNOW, THE MAN MORLOCK **KILLED** OUR FEMALE OPERATIVE...

...THEN ONCE MORE RETURNED TO HIS **HUMAN FORM** AND **ESCAPED!**

NOW HE HAS ATTACKED US **AGAIN!** HE MUST BE **STOPPED**--NO MATTER WHAT THE **COST** IN MONEY **OR** LIVES!

AND **SPEAKING** OF MORLOCK...

IT'S ALMOST **UNBELIEVABLE!** SEVERAL MINUTES AGO, HE WAS SOME SORT OF... **VEGETABLE!**

NOW--BEFORE MY VERY **EYES**--HE'S GRADUALLY REVERTED TO SOME SORT OF **HUMAN FORM!**

AM I **MAD?** AM I TRULY **IN** SOME SORT OF STATE OF **SHOCK?**

NO! OF **COURSE** NOT! I SHOULD HAVE CONSIDERED IT **SOONER!**

THOUGH MY BODY IS BADLY **SCARRED**, I FEEL NO **PAIN!** AND THOUGH THAT IS **INEXPLICABLE**...

I **CAN** EXPLAIN THIS **MAN-PLANT!** HE MUST BE THE ONE THE GOVERNMENT HAS BEEN OFFERING A **REWARD** FOR! THIS MUST BE--**MORLOCK!**

THE HOUSE-- THE LIBRARY--ARE ALL IN *RUINS!* BUT I AM *ALIVE*-- AND SO IS THIS EXTRA-ORDINARY BEING!

BUT NEITHER OF US CAN LONG *SURVIVE* IF WE DO NOT *FLEE* --- *BLAZING INFERNO!*

[illegible] *CLOSE* HE IS *HEAVY* FOR A [illegible] AN OF HIS HEIGHT - ALMOST TOO HEAVY T[illegible] DRAG TO *SAFETY!*

SOMEHOW I *MANAGED* TO SAVE HIM--EVEN AS [illegible] *KILLED* [illegible]

[illegible] OUR *CAUSE*-- IF ONLY HE STILL *BREATHES!*

YES, THOUGH HE IS *UNCONSCIOUS,* HIS PULSE REMAINS *STRONG!* I MUST TAKE HIM TO THE *GREAT REFUGE* WITH [illegible] *HASTE!*

BUT I CANNOT RISK TRAVELING IN THE *OPEN!* I WILL USE THE *EMERGENCY UNDERGROUND RAILWAY!*

THANK GOD! [illegible] SHORT-CIRCUITED THE EMERGENCY *GENERATOR!*

[illegible] ENTRANCE IS STILL *FUNCTIONAL*--WHICH MEANS THE TRACK *POWER SUPPLY* MUST ALSO BE WORKING!

NOW, IF [illegible] I CAN SUMMON THE STRENGTH TO DRAG HIM DOWN *TEN FLIGHTS OF STAIRS* TO THE *STATION!*

[illegible] *ARE* [illegible] *HEAT*--[illegible] *SMOKE*! [illegible] *HAPPENING?*

: WILL ANSWER [illegible] *OUR QUESTIONS LATER!*

I AM A *FRIEND!* FOLLOW ME, IF YOU [illegible] *ABLE*! [illegible] *SAFETY!*

BUT WHO *ARE* YOU? WHY SHOULD YOU WANT

ALL THAT WILL BE EXPLAINED *LATER*-- WHEN WE ARE SAFELY WITHIN THE CONFINES OF THE *GREAT*

NOW WE MUST *HURRY*-- BEFORE THE *THOUGHT* RETURN!

THE GROUND IS CLOSING *ABOVE* US!

HOW DO I KNOW I CAN *TRUST* YOU? HOW DO I KNOW YOU WILL NOT TURN ME *OVER* TO THE AUTHORITIES FOR THE *ASKARD*!

YOU *MUST* BE ONE OF US! NO ONE *ELSE* IN OUR TIME WOULD DARE ASK SO MANY *QUESTIONS*!

BUT TO SATISFY YOUR *CURIOSITY*--I HAVE DEDICATED MY LIFE TO THE *DESTRUCTION* OF THE HIGH TRIBUNAL!

NOT YOUR *FOE*! NOW PLEASE-- MAKE *HASTE*!

THIS IS THE *STATION*! WE WILL BE *PICKED UP* HERE BY THE *EMERGENCY UNDERGROUND RAILWAY*!

BUT I DO NOT UNDERSTAND *ANY* OF THIS! WHAT IS *THAT* SOUND--AND

MEANS OF TRANSPORTING US TO *SAFETY*!

SYSTEM-- BEFORE THE LAST *GREAT WAR*!

HOURS LATER, AS THE FIRST RAYS OF DAWN FILTER ACROSS THE SMOULDERING RUINS OF *PROFESSOR WHITLOCK'S HOME*...

WHAT DO [illegible] AND BODIES?

WE *KNOW* THAT WHITLOCK WAS *BURNED* TO DEATH!

TELL THEM TO KEEP *LOOKING!* THERE MUST BE *SOME* EVIDENCE OF THE CORPSES--AT LEAST *CHARRED* [illegible]

I REGRET, EXCELLENCIES, THAT WE HAVE FOUND *NOTHING!* IT IS AS IF EVEN HIS *SKELETON* HAS DISINTEGRATED!

HOWEVER, IF YOU *INSIST*, WE WILL CONTINUE TO *SEARCH*, FOR YOUR WILL IS OUR *COMMAND*!

THEN *OBEY*--AND [illegible] IF MORLOCK *HAS* ESCAPED.

HAVE PROOF THAT *WHITLOCK* HAS NOT! BRING US THAT PROOF OR PAY THE *PRICE!*

[illegible] CORPSES

YOU ASK SO MANY *QUESTIONS!* QUESTIONS [illegible] ANSWERED

I *BEG* OF YOU, LET ME LEND YOU [illegible]

THE *TIME* IS RIGHT, *PROFESSOR WHITLOCK* WILL COME--AND GIVE YOU THE ANSWERS YOU *SEEK!*

VERY WELL! I SUPPOSE I HAVE LITTLE *CHOICE!*

THEREFORE, I WILL DO AS YOU *SUGGEST*-- IF YOU WILL KEEP ME *COMPANY!*

YOU SEE, I *AM NEW* TO THIS WORLD! SO PERHAPS YOU CAN *TELL* ME SOMETHING ABOUT IT

BUT WHILE THE GIRL TRIES TO WARD OFF MORLOCK'S *CURIOSITY*, MANY *MORE* QUESTIONS ARE BEING ANSWERED ONLY HUNDREDS OF YARDS *AWAY*...

SO, FELLOW REBELS, I SAY THE TIME FOR REVOLUTION HAS [illegible]

THE HIGH TRIBUNAL HAS KEPT THE PEOPLE ENSLAVED IN IGNORANCE [illegible]

BUT NOW, LAST, I HAVE ACQUIRED THE TOOL TO *OVERTHROW* THEM!

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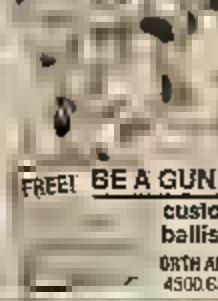

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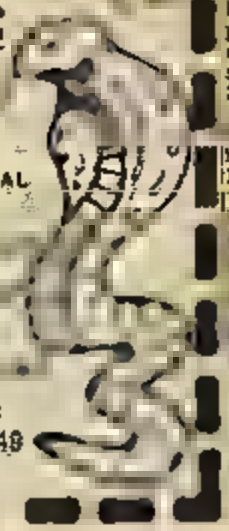

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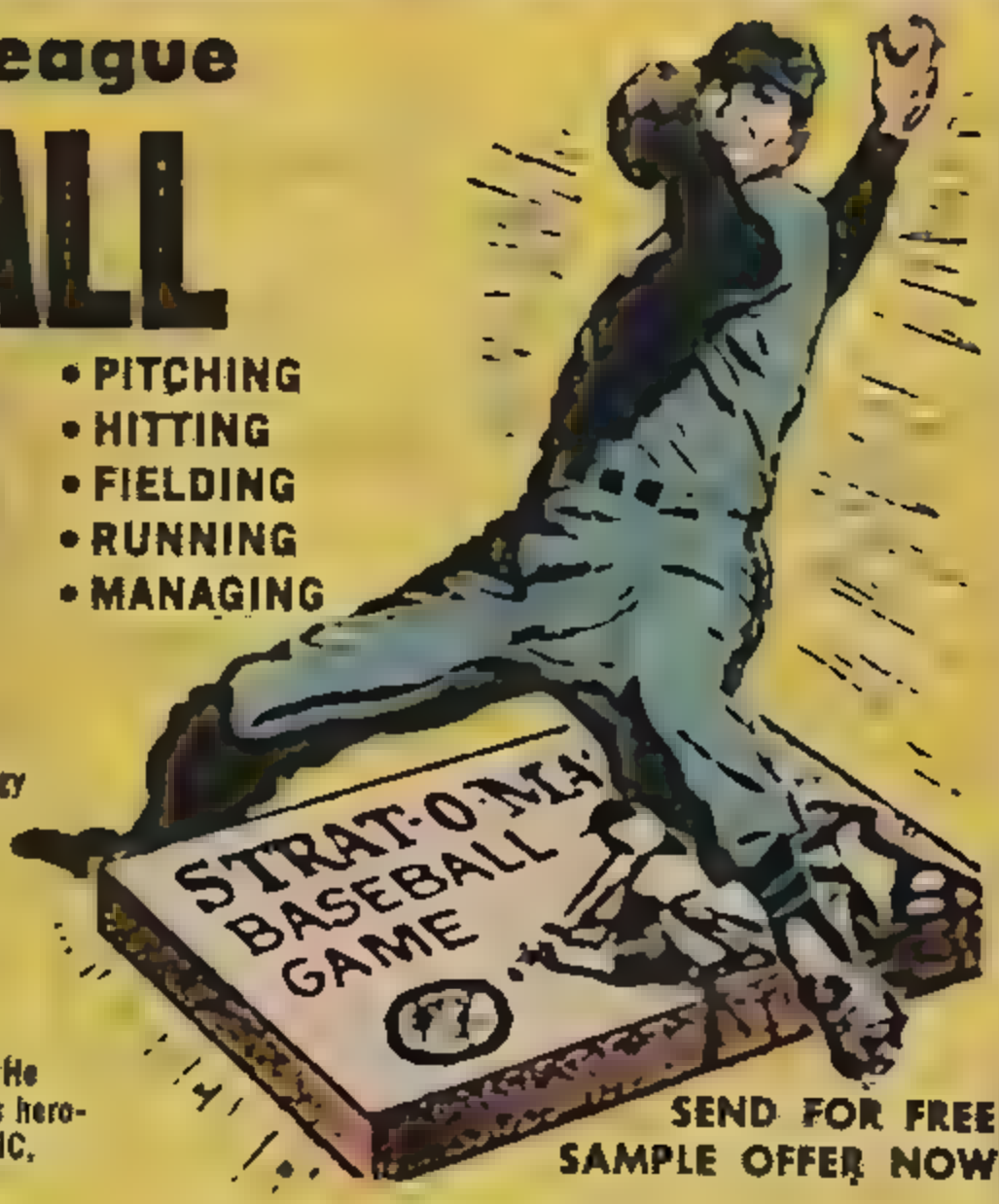

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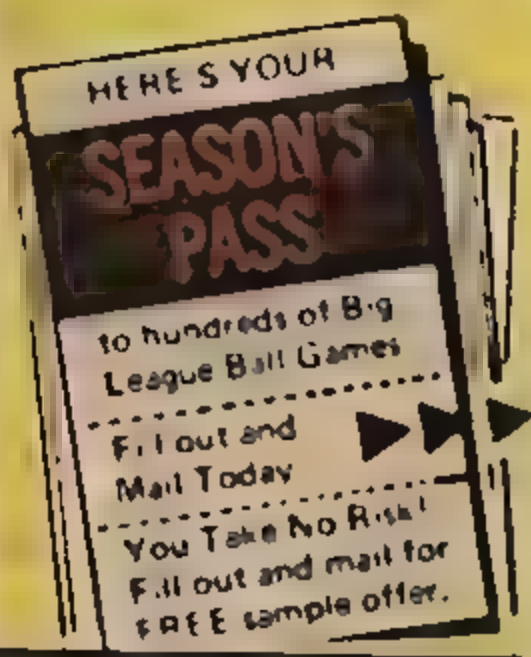
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YOU *KNOW* WHAT THEY HAVE DONE TO *ALL* OF US--WE WHO DARE TO *THINK* -- WHO YEARN TO BE *FREE*...

...AND AS YOU LOOK UPON THIS *SCAR TISSUE* WHICH ONCE WAS MY *FACE*...

..YOU MUST *REALIZE* THERE IS *NO* END TO WHICH THEY WILL NOT GO TO *ELIMINATE US!*

THEY TRIED TO *BURN* ME ALIVE--BUT, BY SOME MIRACLE, MY LIFE WAS SPARED!

AND IN MY MOMENT OF *REBIRTH*, I REALIZED THE TIME HAD COME TO FORM A *REVOLUTIONARY ARMY*...

.. AN ARMY DEDICATED TO TRUTH AND FREEDOM-- WHICH WILL WEAR *THESE COLORS!*

TO OUR *VICTORY*-- OR TO OUR *DEATH!*

I WILL CLOAK WHAT THEY HAVE DONE TO ME WITH THIS *MASK!* AND, WEARING THE SAME UNIFORMS *SANS* MASK, THE *REST* OF YOU SHALL *FOLLOW* ME INTO *BATTLE!*

NOW WHAT *SAY* YOU? WILL YOU FOLLOW ME?!

YYESSSSS!

THEN IT IS *DONE!* SUMMON YOUR *FAMILIES*-- YOUR *FRIENDS*-- AND ALL *OTHERS* WHO BELIEVE IN OUR CAUSE...

...AND BRING THEM HERE TOMORROW AT THE HOUR OF *MIDNIGHT!*

THEN, IF WE ARE STRONG ENOUGH IN *NUMBERS* LIKE OUR FORE-FATHERS LONG AGO, *THE MINUTEMEN*

...SO SHALL *WE* BECOME A REVOLU-TIONARY ARMY-- AN ARMY CALLED *THE MIDNIGHT MEN!*

THEN AS THE DAY DAWNS I SHALL RETURN TO YOU AND YOU SHALL JOIN THE ARMY

YOU MAY LEAVE NOW SO I MAY HAVE WORDS IN PRIVATE WITH OUR GUEST--MORLOCK!

WAIT! HOW ARE YOU? HOW DO I KNOW YOU ARE NOT A MEMBER OF THE THOUGHT POLICE?

I AM PROFESSOR WHITLOCK--OR I WAS! FROM THIS DAY FORWARD --YOU AND ALL OTHERS WILL KNOW ME AS

THE NIGHT MAN!

HEAR ME, MORLOCK! THERE IS MUCH TO BE DONE--AND TIME IS SHORT!

I AM FORMING A REVOLUTIONARY ARMY-- AN ARMY I HOPE ONE DAY WILL OVERTHROW THE HIGH TRIBUNAL

AND RESTORE PEACE AND LIBERTY TO ALL MEN! BUT MY FOLLOWERS AND I CANNOT DO IT ALONE!

WE MAY HAVE YOUR HELP!

YOU NEED SAY NO MORE! OUR CAUSE IS THE SAME! I WILL SERVE YOU IN ANY WAY POSSIBLE!

GOOD!

THEN HEAR ME, MORLOCK...

I AM AWARE OF YOUR PROBLEM! I'VE FOLLOWED YOUR CASE WITH GREAT INTEREST SINCE IT WAS FIRST BROADCAST ON NATIONAL VIDEO!

AND EVEN THOUGH THE REPORTAGE WAS CRITICAL OF YOU, I KNEW YOU WOULD BE OF GREAT IMPORTANCE TO OUR CAUSE

HOW?!...

...WHEN I CANNOT CONTROL THE CHANGES TO MY BODY! CAN YOU END MY CURSE!

POSSIBLY! THIS IS OUR COMMAND NERVE CENTER! IT HAS THE SAME EQUIPMENT THAT'S AVAILABLE TO THE THOUGHT POLICE--ALL COMMANDEERED BY OUR SOLDIERS!

NOW--AS I SAID, I HAVE STUDIED YOUR CASE THOROUGHLY AND I MIGHT BE ABLE TO END YOUR GHASTLY TRANSFORMATION FOREVER

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HA-1

MEANWHILE, ON THE SURFACE

FORGIVE MY UNANNOUNCED INTRUSION EXCELLENCIES -- BUT I HAVE IMPORTANT NEWS!

I HAVE [illegible] LOCK'S ROUTE OF ESCAPE! IT'S A LONG-ABANDONED SUBWAY TUNNEL!

AND I BELIEVE IF WE FOLLOW THAT TUNNEL, WE WILL FIND [illegible] LOCK AND MORLOCK!

THEN PURSUE THEM SEEK THEM OUT AND DESTROY THEM.

FOR THEY ARE DEADLY ENEMIES OF THE STATE!

I ANTICIPATED YOUR [illegible] BUT THIS WAS THE MOMENT FOR FINEST TROOPS ARE SEARCHING THE TUNNEL!

IF WE CAN GO TO THE SURFACE AND CAPTURE THE OTHER POD -- THE ONE IDENTICAL TO THAT WHICH SPAWNED YOU...*

I BELIEVE YOUR MALADY CAN BE CURED -- AND YOUR POWERS EVEN BROADENED -ALTHOUGH YOU WOULD NEVER AGAIN BECOME THE MONSTER

IT SOUNDS TOO GOOD TO BE TRUE! BUT HOW DO WE STEAL ANYTHING SO HEAVILY GUARDED AS THE POD?

* AS PORTRAYED IN ISSUE OF [illegible]

AND THAT BLARING SOUND?!

IT'S OUR BUILT-IN WARNING SYSTEM! WE HAD HOPED IT'D NEVER BE ACTIVATED.

SINCE IT HAS, IT MEANS ONE OF TWO THINGS! EITHER THERE'S BEEN A MALFUNCTION IN THE SYSTEM

OR THE THOUGHT POLICE HAVE DISCOVERED US AND ARE ATTACKING!

ORRR

RRRR

THE SCANNER ... ANSWER

... IT'S THE *POLICE!* I ... A REFUGE

STOP ... WEAPONS!

I CAN'T *SAY!* I ONLY KNOW WE ...

MAYDAY! MAYDAY!

WE ARE UNDER *ATTACK!* I REPEAT, WE ARE UNDER *ENEMY ATTACH!*

MOBILIZE ALL FORCES AT THE *MAIN ENTRANCE!*

WITHIN *SECONDS,* WHAT ONCE WAS THE PROPERTY OF THE *NEW YORK TRANSIT AUTHORITY* BECOMES A BEEHIVE OF ACTION, UNLIKE ANY SCENE EVER WITNESSED BY HARRIED COMMUTERS IN THE '70'S.

IF WE CAN'T *HOLD* THEM AT THE ENTRANCE OUR CAUSE IS *LOST!*

... MAN ...

... BE ... ENDED ...

NO! IT'S -- *TOO LATE!* I CAN FEEL THE PRESSURE SURGING THROUGH MY *VEINS!*

IT'S -- STARTING TO *HAPPEN* AGAIN! *HELP ME* -- DON'T LET ME BECOME -- A *MINDLESS MONSTER* -- AGAIN!

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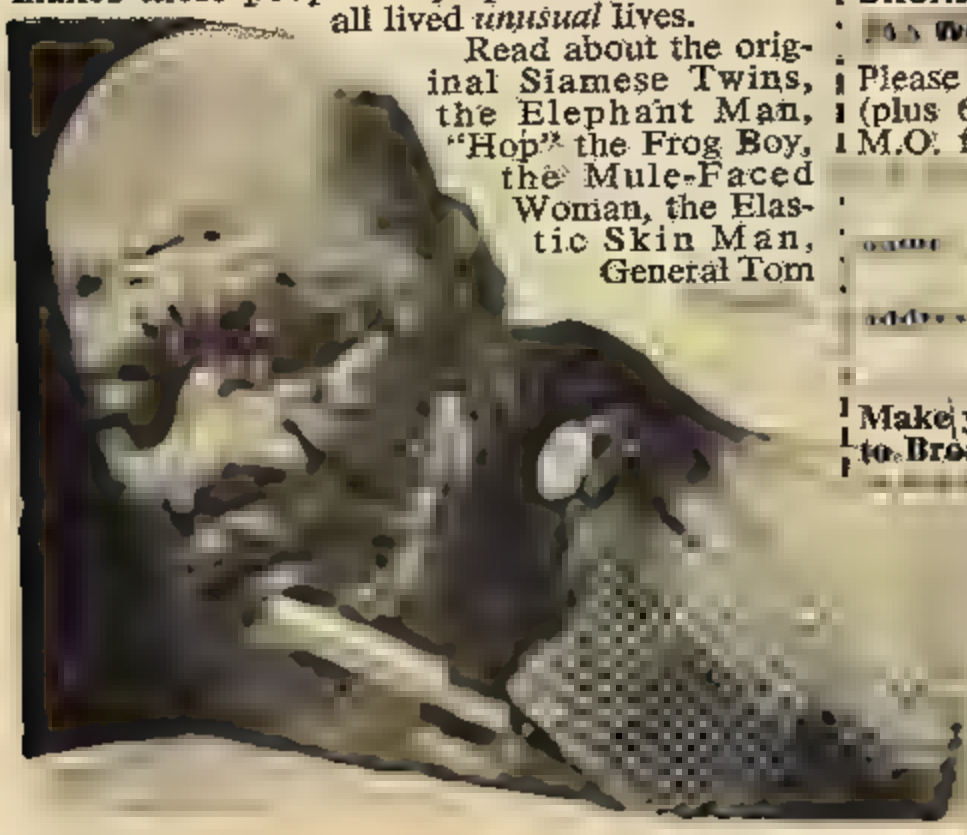

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I CAN DO *NOTHING* FOR YOU! YOUR ANTIDOTE SERUM IS *EXHAUSTED!* AND WITHOUT *TIME*-- I'M TOTALLY *HELPLESS* TO KEEP YOU FROM CHANGING!

PLEASE, PLEASE HELP-- MEEE

YOU'RE *WRONG!* ALL I CAN DO IS TO BRING YOUR *TORMENT* AND *SUFFERING* TO AN *END* FOREVER!

YOU WOULD HAVE BEEN A GREAT HELP TO OUR *CAUSE* -- BUT NOW OUR FORTRESS UNDER *ATTACK*--

KRAK!

I HAVE NO CHOICE BUT THIS!

FAREWELL!

THIS IS THE END OF *MORLOCK*-- BUT I CANNOT ALLOW IT TO BE THE END OF *THE MIDNIGHT MEN!*

TIME IS *TOO SHORT*-- AND [illegible] *TOO FEW* TO FIGHT THE ARMY FROM *ABOVE!*

THEREFORE, I MUST MAKE THE FINAL, FATEFUL *DECISION!* MAY GOD GRANT IT BE THE *CORRECT ONE!*

ALL UNITS! THIS IS THE MIDNIGHT MAN! RETREAT TO SECTOR TWO!

I [illegible] DRAW [illegible] THE ENTRANCE AND [illegible] THE TWO

OUR GREAT HOPE--MORLOCK --*DEAD!* OUR SINGLE REFUGE ON EARTH *INVADED* BY THE DREADED "THE RAIDS" POLICE!

THERE MUST BE *ANOTHER WAY*-- BUT I KNOW THERE *IS* NONE! I MUST *DESTROY* OUR REFUGE--AND MYSELF AND MY FOLLOWERS ALONG *WITH* IT!

WITH THE PRESSING OF THIS *BUTTON*-- ALL HOPE FOR FREE-THINKING MANKIND IS *ENDED!* YET-- BETTER *DEATH* THAN *SLAVERY ON THE SURFACE!*

KLIK!

THE END OF MORLOCK AND THE MIDNIGHT MAN!

DON'T BET YOUR LAST TWO-BITS ON IT SPEND IT ON THE *NEXT ISH* INSTEAD AND FIND OUT FOR *YOURSELF!*

What's Happening With ATLAS

A LETTER FROM LARRY LIEBER

They say that in the beginning was the word—but in my case, it was the **PICTURE** . . . for I was an artist before I became a writer.

Then, in 1958, I shifted gears and started **WORDING** it for Marvel Comics . . . a not unlikely choice, considering that the editor was my *brother*. Some of you may have heard of him—his name is **STAN LEE.**

In those long ago, halcyon days, Stan plotted and scripted; I scripted; and a fellow named Jack Kirby just drew (about six pages a day).

Among my classic comic endeavors were the first **THOR**, the first **IRON MAN**, and the first **ANT MAN**. Thus, I gave to the world the name *Henry Pym* and a hammer called *Uru*. In return, the world gave me a chance to work with some of the most talented people in this industry . . . and none more so than Stan, himself (who taught me that *dialogue* is more important than *captions*, and *pay vouchers* are more important than either).

Then, for some forgettable reason, I left the world of superheroes and went **WEST**, young man . . . where I *plotted, scripted, and pencilled* **THE RAWHIDE KID** for a half-dozen years, pausing only to limn two **SPIDER-MAN ANNUALS**—which were aptly named, considering how *long* I took to limn them.

After *that* tour of duty, I reentered the twentieth century and pencilled some of Marvel's mightiest covers . . .

. . . until coming to work for **ATLAS**, where I now sit on the other side of the desk, breathing editorial life into this new major comics company.

But I'm lucky. Though the names have changed, the talent remains undiminished—as you'll discover for yourself when you read stories and view artwork by writers like **GARY FRIEDRICH** and illustrators such as **FRANK THORNE.**

I also have the good fortune to be employed by a publisher who's unafraid to roll up his sleeves. His name is **CHIP GOODMAN**, and for you aficionados of historical data, his *father* founded Marvel Comics way back when.

Last, but not least, I have an able editorial assistant, **DAVID KRAFT**, about whom you'll certainly be hearing more.

And now, to the overdue point of all this. Every comics company in this industry wants to give you, the reader, the **BEST WRITTEN** and **BEST ILLUSTRATED** stories possible. Here at **ATLAS**, our intent is no less.

LARRY LIEBER
Editor

And just to prove we're not whistling in the dark when we say that **ATLAS** is where it's at, here's what we have up our editorial sleeves (besides our elbows)!

To begin with, *you* know and *we* know that the **ATLAS** line is like a gem in the rough, subject to continuing refinement until it achieves the finish and shine of a polished jewel. More specifically, that means we're working hard at improving our present titles, trying new directions, and expanding our horizons with fresh ideas and concepts.

In other words, we're experimenting with the tried and true, as well as the new. And, to relieve your unbearable suspense, here are some of those exciting items. Let's begin with the new [redacted]

By now, you've seen the first issue of **THE BARBARIANS**, a sword-and-sorcery stew of savage worlds and even *more* savage men. *Ironjaw* and *Andrax* shared the debut issue; but waiting in the wings for #2 is *Wulf the Barbarian*—and just wait'll you see what all-new high-action hero is waiting in the wings for the *third issue* of **THE BARBARIANS!** It will be fantasy adventure at its finest!

For your delectation, we also have **HANDS OF THE DRAGON**, a martial arts effort with a difference (and for a mere 25¢, you'll discover what that difference is). It's chronicled by *Ed Fedory* and our dashing new discovery from Canada, *Jim Craig*. By now you've seen *Jim*'s exciting artwork on **THE SCORPION**, and since his enthusiasm is equaled by stamina and greed, he'll also be illustrating **WULF THE BARBARIAN**, with *Mike Friedrich* scripting (they start with #4).

But those aren't the *only* surprises in store for you—not by a long shot! Coming up are not *one*, but *two* new books by *Rich Buckler* and *David Kraft*: Immediately following his premiere appearance in **TALES OF EVIL #3**; the **MAN-MONSTER** goes wild in his *own* bi-monthly magazine; and, on opposite months, you can pick up **DEMON-HUNTER**, destined to be one of the most action-packed quasi-superhero strips in the awesome age of **ATLAS.** Don't miss his *origin* in the epic collectors' item first issue!

But even *that's* not all. We've been saving the *best* for last—it's **SON OF DRACULA** by *Gary Friedrich* and *Frank Thorne*. Words can't do it justice. But *you* can do yourself a favor and pick up the first breathtaking issue; it's a *twist* on anything you might expect!

There's just enough room now to touch on some of the *changes* to watch for in current and upcoming issues of comics such as **MORLOCK 2001 & THE MIDNIGHT MEN** (the title ought to give you a hint, cause we're not going to say much more, other than that #3 is presented by the team of *Gary Friedrich, Steve Ditko* and *Berni Wrightson*).

And then there's **THE PHOENIX**, gaining "wings" and a new direction with the fourth issue, under the guidance of *Gary F* and (hopefully) *Jack Abel*. Also in the department of new directions, "Plague of Blood" in **PLANET OF VAMPIRES #3** by *Russ Heath* and *John Albano*—sets the scenario for horrors to come.

While we're at it, we'll remind you not to miss **TIGER-MAN #3** and **THE DESTRUCTOR #4**, both by that peerless pair, *Gerry Conway* and *Steve Ditko*. Of course, **IRONJAW** and **THE BRUTE** will be forging new standards of excellence, helmed by our prolific *Gary Friedrich*, and *Pablo Marcos* (after an art fill-in on the third issue of the latter by *Al Weiss*). Okay, enough is *enough*—we can tell when we've wog-boggled you sufficiently for this issue. But don't go away, because there'll be lots *more* news next time—all of it good, if we can help it!

In the meantime, read up and let us know what *you* think about **ATLAS.** Write to the letter columns. We're depending on you to let us know what you like.

And remember: If it's amazing, astonishing, adventurous—it's **ATLAS!**

FUTURE SHOCKS!

SEND ALL LETTERS TO ATLAS COMICS C/O SEABOARD PERIODICALS, 717 5TH AVENUE, NEW YORK, N.Y. 10022

Dear **MORLOCK:**

Move over Georgie . . . George Orwell . . . that is. It's about time soneone took the concept behind *1984*, and made it work in a comic.

The adaptation did not seem too tedious. However, now we will see in the next few issues just how far you can carry the story of a renegade plant being pursued by the thought police. The problem with projects like **MORLOCK 2001** always seems to be that the writers think the original bad guys (the Totalatarian Police) must be the main antagonist in each and every issue. Not true!

You've ventured on a new road by bringing us so many science fiction titles. Don't go spoil your reputation as an innovator by bogging down in the same trap as your competitors.

Let **MORLOCK** explore every avenue. Let him surpass Orwell's nightmare. Why not? 1984 is but nine years away. We've learned a lot since the novel was written.

MARTY FREEDLAND
DAYTON, OH

Right on, Marty!

Hey! If you happen to run into George Orwell, tell him there's a job waiting for him at **ATLAS.**

Not right away as a scripter you understand—at least, not until Larry Leiber shows him the ropes for a few months.

Dear **MORLOCK 2001:**

Boy! Do you guys know how to freak this kid out!

Plants that have fingers, and eyes, and expressions. What'll you think of next?

MORLOCK 2001 is an unbelievably crazy comic. What have you been drinking, *Mr. Fleisher*? I'd hate to be in your nightmares?

Now, for my only complaint: I am not satisfied with the art. I happen to be an *Allen Milgrom* fan, but the stuff is not up to par. What about it, fellas?

SHELDON BLAKE
LONG BRANCH, NJ

Well, if it's a new artist you want . . . Next month marks the debut of the brilliant Spanish artist, *Jose Gaul*. And man, does he let his pencils fly on **MORLOCK 2001.**

Dear **MORLOCK** and Friends,

This mag is a real hodgepodge of ideas and storylines, but with many flaws.

The artwork needs improving. That's cold perhaps, But at this stage of the game, I imagine you are looking for opinions.

Now about this half man/half plant . . . well he obviously isn't that. There is too great a conflict in the systems and functions of meat cells versus plant cells. You have terribly oversimplified creation here.

First, your society is a pretty streight combination of **1984** and *Farenhite 451*. In fact, you should give *George Orwell* some credit in the front of your mag. It is obviously based on his world of the police state and "double think". So use it openly—don't just make it a convenient backdrop.

Secondly, why should **MORLOCK** be born in snazzy threads, and knowing how to speak? Too pat, quick and easy. Same is true for the convenient book in the ashes handily not found by the police yet intact even to the phial. I mean that's getting downright trite.

Third, you have a shell of a character. How does he come to have a strong moral instinct—especially after brainwashing. Who says a plant would even have similar drives and instincts, like a man? You should explore the "plantness" of this creature.

Now lastly, about the monster switch . . . YECCH! Plants, being immobile and passive, are not likely to develop violent tendencies.

Morlock could truly become a unique character but not in the direction you're moving in now.

CHRISTY KANES
LOS ANGELES, CALIF.

Dear **ATLAS:**

Boy, are you guys good at making comix. I just put down a newy, **MORLOCK 2001**—it was super. Another astounding **ATLAS** masterpiece.

You really know how to put out some winners. You're the best thing that's happened since Stan Lee was writing all those mags over at *Marvel*. There's plenty of talent in the comic industry, and **ATLAS** has got gobs of it!

But boy, are you guys bad distributors! How do you expect to sell comix, get popular, make money, and become numero uno, if we fans can't find your mags?

I absolutely combed Chicago—it's a pretty big city, you know—until I found most of your mags. If you don't do anything about this problem, I'll have to go back to the mediocrity of your competitors.

Get on the ball!

PETER PERETZ
CHICAGO, Il

Sorry for the inconvenience, Pete. The problem is under control now, and you shouldn't have any more trouble finding the **ATLAS** logo at newsstands across the U.S. and Canada.

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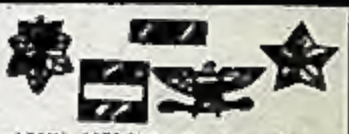

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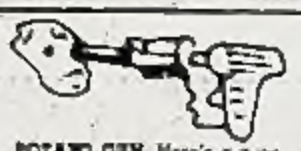

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MAGIC SOAP POWDER. Sprinkle a little of this almost invisible magic powder on any soap. When anyone uses the soap their hands and face will turn bloody red. Have fun! Drives them crazy! Harmless!
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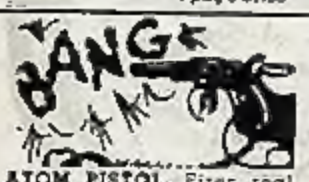

ATOM PISTOL. Fires real blanks with the roar of a full-size gun. Minutely detailed replica of an 18th century dueling pistol. About the size of half-dollar yet barrel opens to load, hammer cocks and fires when trigger is pulled. Ramrod and ammunition included. Makes a great conversation piece that you will be proud to own.
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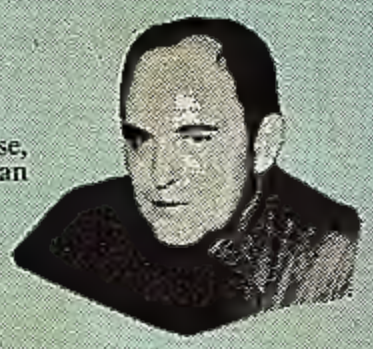

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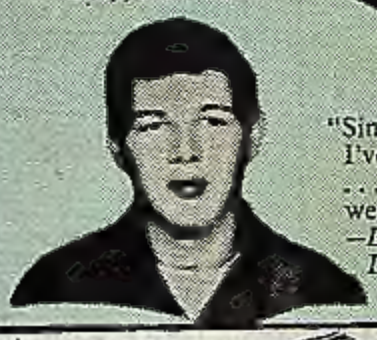

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